

TOGUT, SEGAL & SEGAL LLP
Bankruptcy Co-Counsel for Delphi Corporation, et al.,
Debtors and Debtors in Possession
One Penn Plaza, Suite 3335
New York, New York 10119
(212) 594-5000
Albert Togut (AT-9759)
Neil Berger (NB-3599)

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X	
	:
In re:	:
	:
DELPHI CORPORATION, et al.,	: Chapter 11
	: Case No. 05-44481 [RDD]
	:
Debtors.	: Jointly Administered
	:
-----X	

**JOINT STIPULATION AND AGREED ORDER COMPROMISING
AND DISALLOWING PROOF OF CLAIM NUMBER 14133
(SPCP GROUP, L.L.C. AS ASSIGNEE OF
BEAVER MANUFACTURING COMPANY)**

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (the "Debtors") and SPCP Group, L.L.C. (the "Claimant"), as Assignee of Beaver Manufacturing Company ("Beaver"), respectfully submit this Joint Stipulation And Agreed Order Compromising And Disallowing Proof Of Claim Number 14133 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005 (the "Petition Date"), the Debtors filed

voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York; and

WHEREAS, on July 31, 2006, Claimant filed proof of claim number 14133 against DAS LLC, asserting an unsecured non-priority claim in the amount of \$267,469.05 (the "Claim"); and

WHEREAS, the Debtors paid the full amount of the Modified Claim to Beaver as a cure obligation pursuant to Bankruptcy Code § 365 (the "Payment"); and

WHEREAS, on October 26, 2007, the Debtors objected to Proof of Claim No. 14133 pursuant to the Debtors' Twenty-Second Omnibus Objection Pursuant To 11 U.S.C. § 502(B) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate or Amended Claims, (B) Equity Claims, (C) Insufficiently Documented Claims, (D) Claims Not Reflected on Debtors' Books and Records, (E) Untimely Claims, and (F) Claims Subject To Modification, Tax Claims Subject To Modification, Modified Claims Asserting Reclamation, Claims Subject to Modification that are Subject to Prior Orders, and Modified Claims Asserting Reclamation that are Subject to Prior Orders (Docket No. 10738) (the "Twenty-Second Omnibus Claims Objection"); and

WHEREAS, on November 26, 2007, Claimant filed the Response And Objection of SPCP Group, L.L.C. To Debtors' Twenty-Second Omnibus Objection (Docket No. 11071) (the "Response"); and

WHEREAS, on December __, 2007, to resolve the Twenty-Second Omnibus Claims Objection with respect to the Claim, Delphi, DAS LLC and Claimant

entered into a settlement agreement (the "Settlement Agreement"); and

WHEREAS, pursuant to the Settlement Agreement, Delphi, DAS LLC and Claimant acknowledge and agree that the Claim shall be disallowed and expunged; and

WHEREAS, pursuant to the Settlement Agreement, Beaver Manufacturing Company agrees to turn over the full amount of the Payment to Claimant; and

WHEREAS, Delphi and DAS LLC are authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

NOW, THEREFORE, in consideration of the foregoing, the Debtors and Claimant stipulate and agree as follows:

1. The Claim shall be disallowed and expunged.
2. No later than three (3) business days of the date hereof, Beaver shall pay \$266,494.16 to Claimant.
3. The Response is hereby deemed withdrawn.
4. The Settlement Agreement does not impact, alter or affect any other proofs of claim that Claimant has filed or owned against the Debtors and relates solely to those matters arising out of or related to the Claim.

Dated: New York, New York
December 31, 2007

DELPHI CORPORATION, et al.,
Debtors and Debtors-in-Possession,
By their Bankruptcy Conflicts Counsel,
TOGUT, SEGAL & SEGAL LLP,
By:

/s/ Neil Berger

NEIL BERGER (NB-3599)
A Member of the Firm
One Penn Plaza, Suite 3335
New York, New York 10119
(212) 594-5000

Dated: New York, New York
December 31, 2007

SPCP GROUP L.L.C.
By its Counsel,
DREIER LLP
By:

/s/ Anthony B. Stumbo

PAUL TRAUB (PT 3752)
MAURA I. RUSSELL (MR 1178)
ANTHONY B. STUMBO (AS 9374)
499 Park Ave., 14th Floor
New York, New York 10022
(212) 328-6100

Accepted and agreed to by:

Beaver Manufacturing Company

By: /s/ R. E. Carlile

Name: R.E. Carlile

Title: V.P.-CFO NA

Dated: December __, 2007

SO ORDERED

This 11th day of January, 2008
in New York, New York

/s/Robert D. Drain

HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE
UNITED STATES BANKRUPTCY JUDGE